



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

September 20, 2021

Christen Romero  
General Counsel  
Xos, Inc.  
3550 Tyburn Street, Unit 100  
Los Angeles, California 90065

**Re: Xos, Inc.**  
**Registration Statement on Form S-1**  
**Filed September 14, 2021**  
**File No. 333-259509**

Dear Mr. Romero:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Bradley Ecker at 202-551-4985 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Manufacturing